AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of the claims in the application:

1. (Cancelled)

2. (Currently Amended) The compound of claim 32 ~~1~~, wherein Z is NR_7R_8.

3. (Original) The compound of claim 2, wherein R_8 is $-CH_2-CH_2-NH_2$.

4. (Original) The compound of claim 2, wherein R_8 is $(CR_9R_{10})_n-NR_{22}-R_{11}$.

5. (Cancelled)

6. (Previously presented) The compound of claim 4, wherein R_{11} is a polyalkylene oxide residue.

7. (Original) The compound of claim 6, wherein said polyalkylene oxide residue is a polyethylene glycol.

8. (Original) The compound of claim 7, wherein said polyethylene glycol has a number average molecular weight of from about 2,000 to about 200,000 daltons.

9. (Previously presented) The compound of claim 4, wherein R_{11} is a member of the group consisting of collagen, glycosaminoglycan, poly(-aspartic acid), poly(-L-lysine), poly(-lactic acid), poly-N-vinylpyrolidone and copolymers of poly(-lactic acid) and poly(-glycolic acid).

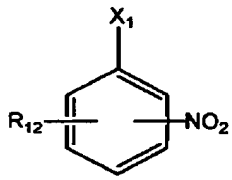
10. (Currently Amended) The compound of claim 32 ~~1~~, wherein R_1, R_2, R_3, R_4, R_5, and R_6 are independently selected from the group consisting of H, CH_3 and CH_3CH_2.

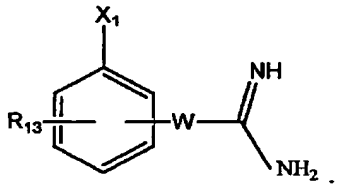
11. (Original) The compound of claim 4, wherein R_7 is CH_3CH_2; R_8 is $-(CR_9R_{10})_n-NR_{22}-R_{11}$; and R_9 and R_{10} are H; *n* is 2; and X_1 is O, S or NH.

12. (Original) The compound of claim 4, wherein R_7 is CH_3CH_2; R_8 is $-(CR_9R_{10})_n-NR_{22}-R_{11}$ and R_9 and R_{10} are H.

13. (Cancelled)

14. (Currently Amended) The compound of claim 32 ~~1~~, wherein X_1A is



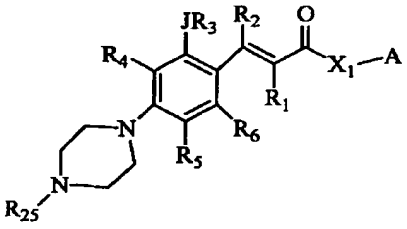
or


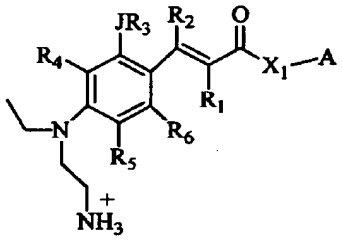
15. (Cancelled)

16. (Original) The compound of claim 14, wherein J is O, R_2 is H, R_7 is CH_3CH_2; R_8 is $-(CR_9R_{10})_n-NR_{22}-R_{11}$, R_9 and R_{10} are H, and n is 2.

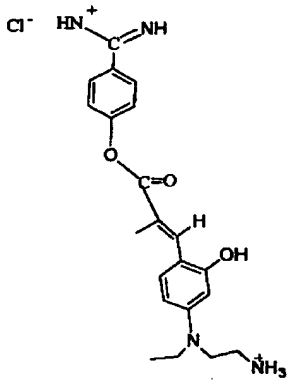
17-21. (Cancelled)

22. (Currently Amended) A compound of claim 32 ~~1~~ selected from the group consisting of:

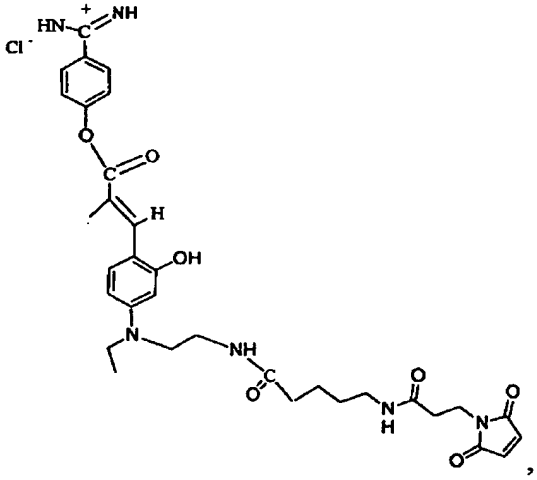




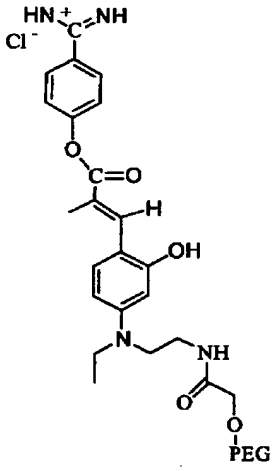
,



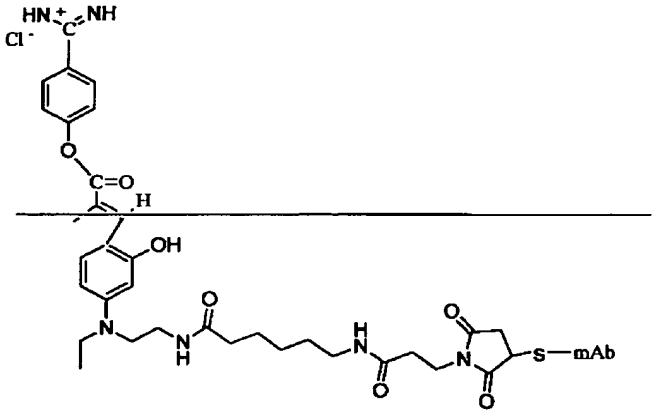
,



, and



~~and~~



wherein

PEG is a polyethylene glycol having a molecular weight of from about 2,000 to about 200,000~~; and~~

~~mAb is a monoclonal antibody~~.

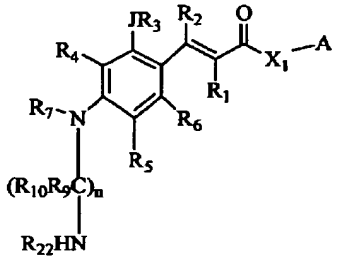
23-24. (Cancelled)

25. (Currently Amended) A pharmaceutically acceptable salt of the compound of claim 32 ~~1~~.

26-30. (Cancelled)

31. (Currently Amended) A method of preparing a conjugate, comprising:

reacting a compound of Formula (IV)



(IV)

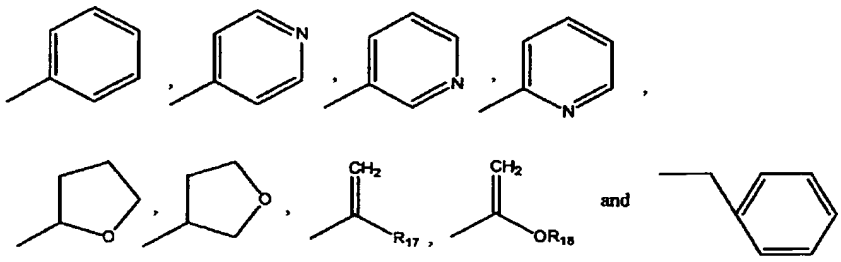
wherein:

R_1 and R_2 are individually selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched, C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls and $-(CR_{15}R_{16})_p$-D

wherein: R_{15} and R_{16} are individually selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls and C_2-C_{10} alkynyls, straight or branched; and C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls;

p is a positive integer from 1 to about 12;

D is selected from among -SH, -OH, X_2, -CN, $-OR_{19}$, NHR_{20},



wherein:

R_{17} is H, a CH_3 or X_3;

R_{18} is H, a C_{1-4} alkyl or benzyl;

R_{19} is H, a C_{1-4} alkyl, X_2 or benzyl;

R_{20} is H, a C_{1-10} alkyl or $-C(O)R_{21}$

wherein R_{21} is H, a C_{1-4} alkyl or alkoxy, t-butoxy or benzyloxy;

X_2 and X_3 are independently selected halogens;

R_3 is H, CH_3, or $-C(=O)(CR_{15}R_{16})_w$-D,

where w is 0 or an integer from 1 to about 12, and D is H or as described for R_1 and R_2,

J is O, NH or S;

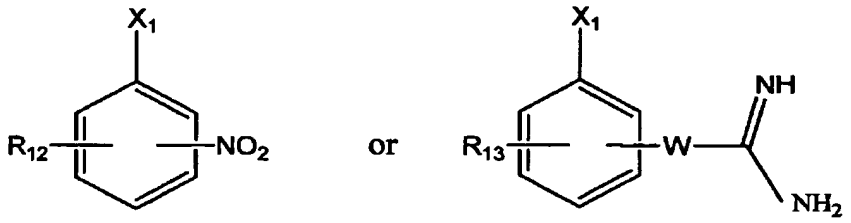
R_4, R_5 and R_6 independently selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; C_2-C_{10} heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;

R_7 is selected from among H, CH_3 and C_2-C_{10} alkyls;

X_1 is O, NH, or S;

R_{22} is H or CH_3; and

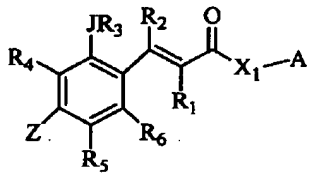
A is H or A_1 wherein X_1A_1 is



wherein R_{12} and R_{13} are independently H or electron donating or electron withdrawing groups and W is CH or N;

with a linking reagent ~~containing a member of~~ selected from the group consisting of succinimides, maleimides, imidoesters, 2-iminothiolane, hydrazides, maleic anhydride, azides, citraconic anhydride, glutaraldehyde.

32. (Previously Presented) A compound of the formula:



(I)

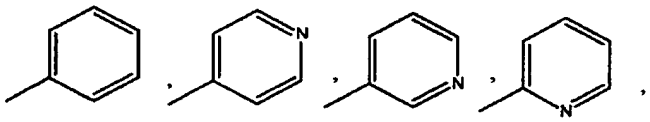
wherein:

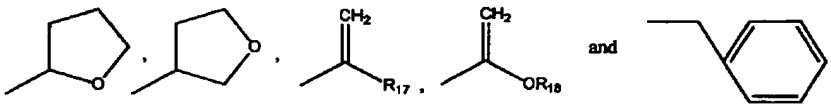
R_1 and R_2 are individually selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched, C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls and $-(CR_{15}R_{16})_p$-D;

wherein: R_{15} and R_{16} are individually selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; and C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls;

p is a positive integer from 1 to about 12;

D is selected from among -SH, -OH, X_2, -CN, $-OR_{19}$, NHR_{20},





wherein:

R_{17} is H, CH_3 or X_3;

R_{18} is H, a C_{1-4} alkyl or benzyl;

R_{19} is H, a C_{1-4} alkyl, X_2 or benzyl;

R_{20} is H, a C_{1-10} alkyl or $-C(O)R_{21}$,

wherein R_{21} is H, a C_{1-4} alkyl or alkoxy, t-butoxy or benzyloxy;

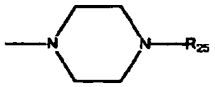
X_2 and X_3 are independently selected halogens;

R_3 is H, CH_3, or $-C(=O)(CR_{15}R_{16})_w$-D,

where w is 0 or an integer from 1 to about 12, and D is H or as described for R_1 and R_2

J is O, NH or S;

R_4, R_5, and R_6 are independently selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; C_2-C_{10} heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;

Z is NR_7R_8 or 

wherein R_7 is selected from among H, CH_3, C_2-C_{10} alkyls, alkenyls or alkynyls straight or branched; C_2-C_{10} heteroalkyls, heteroalkenyls or heteroalkynyls, or $-(CR_{23}R_{24})_q$-aryl, or R_8,

wherein R_{23} and R_{24} are independently selected from the group consisting of H and C_1-C_{10} alkyls;

q is an integer from 1 to about 6;

R_8 is selected from the group consisting of $(CR_9R_{10})_n$-NR_{22}-R_{11}, $(CR_9R_{10})_n$-CH_2-NHC(O)R_{26} and $(CR_9R_{10})_n$-CH_2-E;

wherein R_9 and R_{10} are independently selected from the group consisting of H, CH_3, C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls and halogens;

R_{26} is H, CH_3, O-t-butyl, O-benzyl;

E is OH, SH or O-C(O)R_{27},

wherein R_{27} is a C_1-C_6 alkyl, benzyl or phenyl;

R_{22} is H or CH_3;

n is a positive integer from 1 to about 10;

R_{11} is H or -L-B,

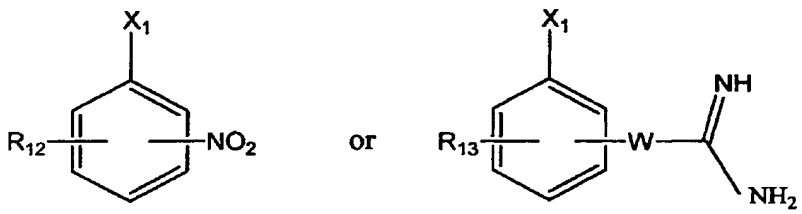
wherein L-B are maleimides, N-hydroxysuccinimidyl compounds, immidoesters, 2-iminothiolane, hydrazides and maleic anhydride;

R_{25} is H, -C(O)-R_{28} or -C(O)-O-R_{29},

wherein R_{28} is a C_1-C_6 alkyl or benzyl; and R_{29} is CH_3, t-butyl or benzyl;

X_1 is O, NH, or S; and

A is H, or A_1 wherein X_1A_1 is



wherein R_{12} and R_{13} are independently H or electron donating or electron withdrawing groups and W is CH or N.

33-34. (Cancelled)

35. (Previously Presented) The method of claim 31, wherein the linking reagent is selected from the group consisting of heterobifunctional reagents containing N-hydroxysuccinimide and maleimide, bifunctional maleimide and bifunctional PEG's.

36. (Previously Presented) The method of claim 35, wherein the heterobifunctional reagent containing N-hydroxysuccinimide and maleimide is (Succinimidyl-6-[(β-maleimidopropionamido) hexanoate].